

WARRANTY DEED

STATE OF MISSISSIPPI

COUNTY OF DESOTO

For and in consideration of the sum of Ten Dollars (\$10.00) cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, RJF INVESTMENT COMPANY, a Tennessee General Partnership composed of Robert M. Rogers, James L. Fri, Jr., Richard L. Jacobs, and River Oil Company Profit Sharing Plan and Trust, does hereby grant, bargain, sell, convey and warrant to M. E. DUNLAP, R. M. DUNLAP and M. E. DUNLAP, as Trustee of "The Cambridge Trust" created by R. H. Dunlap on the 13th day of December, 1991, as General Partners of GATEWAY MISSISSIPPI PROPERTIES, a Limited Partnership, a Mississippi Limited Partnership, the following described property lying and being situated in DeSoto County, Mississippi, to-wit:


Lot 2, Revision to Lots 1, 2 & 6, SUTTON PLACE P.U.D., in Section 26, Township 1 South, Range 8 West, as per plat thereof of record in Plat Book 41, at Page 30, in the Office of the Chancery Clerk of DeSoto County, Mississippi, LESS AND EXCEPT that part of said Lot 2 conveyed to Robert H. Dunlap by Warranty Deed executed by North Goodman Investment Company, a Tennessee General Partnership, on November 13, 1991, and recorded in Deed Book 240 at Page 295 in said Chancery Clerk's Office.

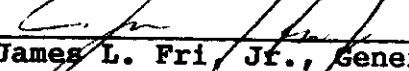
The said property is subject to the lien for ad valorem taxes and assessments for the year 1992 which the Grantor agrees to pay as and when they become due and payable; to rights of way and easements for public roads and public utilities; to applicable subdivision and zoning regulations; and to any prior conveyance or reservation of minerals of every kind and character, including, but not limited to oil, gas, sand and gravel in, on or under subject property; and subdivision restrictions, building lines,

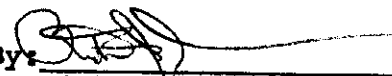
and easements of record including, without limitation, the following: (1) easement to MP&L in Book 150, Page 686; (2) Guy Wire Permit in Book 160, Page 188; and (3) applicable subdivision restrictions, building lines, and easements of record in Plat Book 35, Page 45, and in Plat Book 39, Page 11, and Plat Book 41, at Page 30, all in the Office of the Chancery Clerk of DeSoto County, Mississippi.

WITNESS THE SIGNATURE of the Grantor, on this the 31 day of December, 1992.

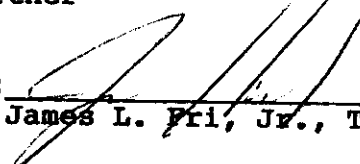
RJF INVESTMENT COMPANY, a Tennessee General Partnership

By:   
Robert M. Rogers, General Partner

By:   
James L. Fri, Jr., General Partner

By:   
Richard L. Jacobs, General Partner

By: River Oil Company Profit Sharing Plan and Trust, General Partner

By:   
James L. Fri, Jr., Trustee

STATE OF TEENESSEE

COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said County and State, on this 31 day of December, 1992, within my jurisdiction, the within named ROBERT M. ROGERS, who acknowledged that he is a General Partner of RJF INVESTMENT COMPANY, a Tennessee General Partnership, and that he executed the above and foregoing Warranty Deed in his capacity as such General Partner as his act and deed in such capacity and as the act and deed of said partnership with full authority so to do.

[Signature]  
NOTARY PUBLIC



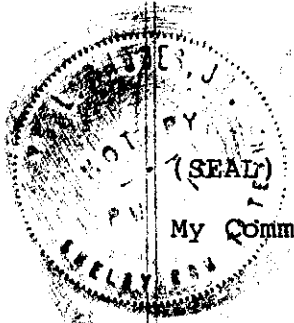
My Commission Expires: 2/8/94

STATE OF TEENESSEE

COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said County and State, on this 31 day of December, 1992, within my jurisdiction, the within named JAMES L. FRI, JR., who acknowledged that he is a General Partner of RJF INVESTMENT COMPANY, a Tennessee General Partnership, and that he executed the above and foregoing Warranty Deed in his capacity as such General Partner as his act and deed in such capacity and as the act and deed of said partnership with full authority so to do.

[Signature]  
NOTARY PUBLIC



My Commission Expires: 2/8/94

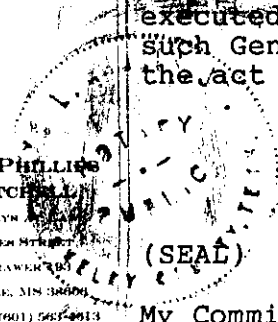
STATE OF TEENESSEE

COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for the said County and State, on this 31 day of December, 1992, within my jurisdiction, the within named RICHARD L. JACOBS, who acknowledged that he is a General Partner of RJF INVESTMENT COMPANY, a Tennessee General Partnership, and that he executed the above and foregoing Warranty Deed in his capacity as such General Partner as his act and deed in such capacity and as the act and deed of said partnership with full authority so to do.

[Signature]  
NOTARY PUBLIC

SMITH, PHILLIPS  
& MITCHELL  
ATTORNEYS  
103 BATES STREET  
P. O. DRAWER 300  
BATESVILLE, MS 38606  
TELEPHONE (601) 565-4013



My Commission Expires: 2/7/94

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STATE OF TENNESSEE  
COUNTY OF WELBY

Personally appeared before me, the undersigned authority of law in and for the State and County aforesaid, on this th 31 day of December, 1992, within my jurisdiction, the within named JAMES L. FRI, JR., who acknowledged that he is the Trustee of RIVER OIL COMPANY PROFIT SHARING PLAN AND TRUST AGREEMENT, and that for and on behalf of the said trust, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said trust so to do, for the purposes therein expressed as the act and deed of said trust, in its capacity as a General Partner in RJF INVESTMENT COMPANY, a Tennessee General Partnership, as its act and deed as such General Partner and as the act and deed of said partnership with full authority so to do.

A circular notary seal for the State of Tennessee, County of Welby. The seal contains the text "NOTARY PUBLIC" and "(SEAL)".  
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NOTARY PUBLIC

My Commission Expires: 2/9/94

Grantor's Address:

RJF Investment Company  
c/o Robert M. Rogers  
245 Wagner Place, Suite 330  
Memphis, TN 38103  
Ph: (901) 521-1171

Grantee's Address:

P. O. Box 720  
Batesville, MS 38606  
Ph: (601) 563-7601